

ARTICLES OF INCORPORATION OF SANGAMA

Article I. Name.

The name of this corporation is Sangama.

Article II. Purpose.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. Sangama is organized under the Nonprofit Corporation Law of Missouri.

The specific and primary purpose of Sangama is to engage in charitable, literary, and educational activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Code, by promoting, propagating and teaching the cultural heritage of the state of Karnataka in India in a manner which provides no monetary gain or profit for its members or patrons.

Article III. Operational Limitations.

This corporation is organized and operated exclusively for charitable, literary and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, Sangama shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law; or (c) according to the bylaws (or according to any future amendments of the bylaws) established by the General Body of Sangama.

Article IV. Inurement of Income.

The property of this corporation is irrevocably dedicated to charitable, literary and educational purposes, and no part of the net earnings of Sangama shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered.

Article V. Legislative or Political Activities.

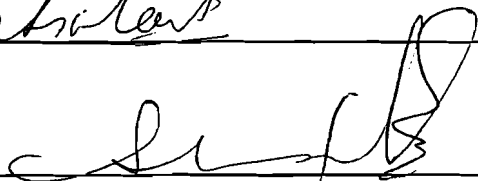
Except as permitted by law, no substantial part of the activities of Sangama shall consist of carrying on the propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.


Article VI. Dissolution.

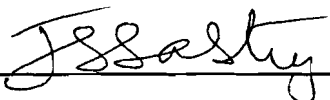
Upon dissolution of Sangama, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of Sangama, distribute the remaining assets to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, religious, or scientific purposes, which at that time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any remaining assets shall be disposed of by the Circuit court of the county in which the principal office of Sangama is then located.

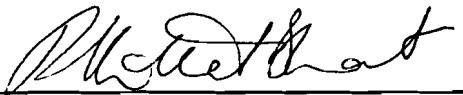
In WITNESS WHEREOF, we have subscribed our names this 13th of March, 2000.
State of Missouri, County of Saint Louis.

M. K. Sateesha (President) 

Seshadri Subramanyam (Secretary) 

K. Gopalan (Treasurer) 

Jaya Sastry (Member, Board of Trustees) 

P. Vittal Bhat (Member, Board of Trustees) 

BYLAWS OF SANGAMA

Article 1 – Name, Organization and Purpose

101.1 Name. The name of this organization shall be Sangama.

101.2 Organization and Purpose. Sangama is organized as a Missouri General Not-For-Profit corporation, to promote, propagate and teach the cultural heritage of Kamataka State of India. Its basic mission is to enrich the cultural diversity and artistic excellence in Saint Louis and greater Saint Louis area.

Article 2 – Office

102.1 The principal place of business of the corporation shall be the residence of the President of Sangama. The Board of Trustees shall have the power and authority to change the principal place of business from one location to another within the state of Missouri.

Article 3 – Membership

103.1 Classes. The voting members of Sangama shall consist of the following two classes of memberships: (a) Annual Membership and (b) Life Membership. Voting memberships in this corporation, or any rights arising therefrom, may not be transferred or assigned under any circumstances. Any such attempted transfer shall render the transaction void.

(a) Annual Membership. Also defined as 'Sangama Member in good standing'. Open to any person who has duly paid the entire amount of annual membership fee (in US dollars) within 6 months of beginning of each fiscal year, has subscribed to the purposes and ideals of Sangama, and continues to function in compliance with the conditions set forth in the Articles of Incorporation, these bylaws (or any future amendments of the bylaws) established by the General Body of Sangama. Each Annual Member shall be entitled to **one (1)** vote in all matters presented to the General Body of Sangama for a decision.

(b) Life Membership. Also defined as 'Sangama Life Member in good standing'. Open to any person who has duly paid the entire amount of life membership fee (in US dollars) within 6 months of beginning of fiscal year, has subscribed to the purposes and ideals of Sangama, and continues to function in compliance with the conditions set forth in the Articles of Incorporation, these bylaws (or any future amendments of the bylaws) established by the General Body of Sangama. Each Life Member shall be entitled to **one (1)** vote in all matters presented to the General Body of Sangama for a decision.

103.2 When necessary, the membership of this corporation can be changed only by the consent of a simple majority of voting members after an appropriate resolution is presented to the membership either at the annual general body meeting of Sangama or at an earlier time through mail ballots (electronic or conventional).

103.3 Any individual desiring admission as an Annual Member or a Life Member of Sangama shall make written application on forms provided by the Executive Committee of Sangama and pay full membership fee within the time period prescribed in Article 3, Section 103.1. The membership fee is **non-refundable**.

- 103.4** The voting members of Sangama, with a simple majority vote, shall prescribe, and may modify from time to time, standards and procedure for termination, suspension, and restoration of voting membership status. Neither termination nor suspension shall relieve the voting member of any accrued, but unpaid, obligations of such voting member to this corporation.

Voting membership in Sangama shall terminate upon the occurrence of any of the following events or conditions: (1) nonpayment of amounts owed to this corporation; (2) voluntary withdrawal, expressed in writing and delivered to the President of Sangama; or (3) expulsion for cause, after a proper hearing, by two-thirds majority vote of the Executive Committee. Members so terminated shall not receive a refund of any portion of membership fee or any other payment made to Sangama. The member thus suspended may appeal the decision to the Board of Trustees, which shall, after a proper hearing, have the final authority to support, modify, or revoke the decision of the Executive Committee.

- 103.5** No member of this corporation shall be personally liable to any creditor, or for any indebtedness or liability, of Sangama, and any and all of the creditors of this corporation shall seek only the assets of the corporation for payment. Furthermore, Sangama shall not be liable or accountable for unauthorized debt or liability incurred by any members or patrons.
- 103.6** This corporation shall keep an accurate membership roster containing the name of each voting member and the current address provided to this corporation for purposes of notice. The roster shall also indicate whether a voting member is in good standing.

Article 4 – Revenue

- 104.1** All operations of Sangama shall be financed by membership fees; voluntary donations from individuals or corporations; ticket sales; advertisements; grants from federal, state, or local agencies; interest income; or any other lawfully established means of obtaining revenues.
- 104.2** The Board of Trustees may, with the consent of the Executive Committee, invest any portion of cash reserves of Sangama for the purpose of obtaining additional revenue at a minimal risk to the corporation's capital. These investments may be made in stocks, bonds, or mutual funds, provided, however that the principal amount is adequately safeguarded against erosion. The corporation shall not make any loan of money to, or guarantee the obligation of, any officers or trustees or to any other private individual or corporation for any purpose other than for expenses reasonably anticipated to be incurred in performance of the duties approved by the Executive Committee or by the Board of Trustees of Sangama.

Article 5 – Board of Trustees

- 105.1** The Board of Trustees of Sangama shall consist of **three to five** members of Sangama in good standing and who have been elected by a simple majority of voting members present at the annual General Body Meeting.
- 105.2** The term of office of all members of the Board of Trustees shall be **three** years commencing on the first day of the fiscal year. The President of the corporation shall nominate and recommend to the Board of Trustees another Sangama member in good standing for any vacancy resulting from resignation, removal, disability, or death of a Trustee. The nominee shall then be elected by unanimous consent of the remaining Trustees and serve for the unexpired portion of the term vacated. Any Trustee who is absent for the Board of Trustee meeting for more than **three** consecutive times without just cause, constitutes voluntary resignation.
- 105.3** The Board of Trustees shall:

- (a) Establish major administrative policies governing the affairs of the corporation and devise measures for the growth and development of organization and serve as advisors to the Executive Committee;
- (b) Be the custodian of all assets, documents, properties, and investments of Sangama, and shall properly account for and transfer these assets to the new Executive Committee within **two** weeks after the annual general body meeting;
- (c) Manage life membership funds;
- (d) Manage investment opportunities for the corporation;
- (e) With the assistance of President and Treasurer, apply for all eligible grants from federal, state and local agencies;
- (f) Serve as arbitrators in cases of dispute between the membership of the corporation and Executive Committee of Sangama;
- (g) Conduct the programs, activities, and affairs of the corporation so as to further the cultural, educational, literary and charitable goals of the organization.

Article 6 – Executive Committee

- 106.1** The Executive Committee shall consist of **seven** voting members: **four** “Officers”, President, Vice President, Secretary and Treasurer, and **three** “Committee Members.” All the members of the Executive Committee shall be members of Sangama in good standing and have been duly elected by the members of Sangama at the annual General Body Meeting of Sangama. The term of office of all members of the Executive Committee is **one** year.
- 106.2** The Executive Committee shall be responsible for carrying out the cultural, educational and literary activities of Sangama in accordance with the bylaws of the corporation. The Executive Committee shall not make any new bylaws or alter the existing ones. It shall not establish any procedures or regulations that are inconsistent with or contradictory to the principles and bylaws of this corporation. The Executive Committee shall not assume the powers delegated to the Board of Trustees.
- 106.3** The Executive Committee shall be responsible for maintaining proper financial records of Sangama and carryout daily activities within the proposed annual budget. The Executive Committee shall be responsible for proper maintenance of all the documents, both administrative and financial, and making them available to all authorized parties who have legitimate need to examine them. The Executive Committee shall not refuse a legitimate request by any member in good standing to examine Sangama’s documents or properties
- 106.4** The quorum for the Executive Committee shall be the majority, and all operational decisions to carryout the objective of this corporation shall be made by the majority of the Executive Committee members present at the meeting.
- 106.5** Absence from **three** consecutive meetings without reasonable cause by any Executive Committee member shall constitute voluntary resignation and the President, with the advice and consent of the Officers and Committee members, shall appoint another member in good standing to serve for the unexpired term of the position vacated by the member of the Executive Committee.

Article 7 – Duties of the Officers and Committee Members

107.1 The **PRESIDENT** shall serve as the Chief Executive Officer and the principal spokesperson of this corporation. The President is the authorized official to sign all the contracts, legal documents, grant applications, and the like on behalf of Sangama. The President shall be the presiding officer of the General Body meeting and all the Executive Committee meetings. The President shall be responsible for setting the agenda for all Executive Committee meetings. The President shall also be responsible for the proper transfer of documents and properties of Sangama to the Board of Trustees.

The President, at his/her discretion, may appoint advisory committee(s) consisting of members and/or non-members of Sangama for the explicit purpose of meeting the objectives and goals of Sangama. The advisory committee shall have no voting power and their recommendations shall be reviewed and voted upon by the Executive Committee for final action.

107.2 The **VICE PRESIDENT** is the 'President-elect' of Sangama and shall assume the office of the President in the next immediate fiscal year. In the event of resignation, disability or absence of the President, the Vice President shall be empowered to carryout all the duties of the President for the remainder of the term of office vacated by the President.

107.3 The **SECRETARY** shall be the custodian of all documents and records of this corporation. The Secretary shall maintain and make available to the members an accurate current membership list. The Secretary shall accurately record the minutes of all meetings of Sangama and shall get the minutes approved by the Executive Committee at the next meeting. The Secretary shall be responsible for disseminating the information about all the events and activities of Sangama to the members in a timely manner.

107.4 The **TREASURER** shall be responsible for all financial matters, including the collection of all fees, the maintenance of bank account, and the preparation of annual financial report to the members, to the Trustees, and to the State or Federal agencies. The Treasurer shall provide accurate monthly financial report to the Executive Committee. The Treasurer, along with the President, is authorized to sign checks to pay all debts.

107.5 The **COMMITTEE MEMBERS** shall participate as voting members in all Executive Committee meetings and carryout faithfully all the duties assigned by the Executive Committee.

Article 8 – Finances

108.1 All financial transactions of the corporation shall be conducted in accordance with high professional and ethical standards. No officer shall receive any compensation from this corporation. Any approved expenses incurred on behalf of Sangama shall be reimbursed only if such a request is submitted along with a legitimate receipt of this transaction.

108.2 For daily operating funds, a corporate bank account in the name of Sangama shall be opened and maintained in the State of Missouri. The President and the Treasurer shall be designated as custodians for operating funds of this corporation.

108.3 For long term investments, a separate account in the name of Sangama shall be maintained. A member of the Board of Trustees shall be designated as the custodian for this account.

108.4 The treasurer shall ensure that all funds received shall be deposited into appropriate bank accounts stated in Sections 108.2 and 108.3 within seven days of receipt.

108.5 The treasurer shall submit semi-annual and annual financial report to the Executive Committee and the Board of Trustees.

108.6 The Board of Trustees may optionally appoint an external auditor, who is not a member of the Executive Committee or of the Board of Trustees, to inspect all financial records and report any inconsistencies, ambiguities, or improprieties in financial statements to the Board of Trustees for corrective action.

Article 9 – Elections

109.1 All members of the Board of Trustees and the Executive Committee shall be elected at the annual General Body meeting of Sangama. The date, time and place of this meeting shall be set by the Executive Committee at least 30 days prior to the end of the fiscal year of this corporation. All persons elected must be members in good standing with Sangama.

109.2 With the exception of the first group of the Executive Committee or the Board of Trustees, no person shall be elected President or a member of the Board of Trustees unless at the time of election that person shall have served at least one complete term as a member of the Executive Committee.

109.3 An Election Commissioner shall be appointed by the President with the consent of the Board of Trustees and is solely responsible for proper administration of the election. The Election Commissioner shall neither seek any office in the Executive Committee or Board of Trustees, nor nominate any persons to these offices, nor campaign for or against any individuals seeking such office, nor otherwise influence the election in any manner.

109.4 The Executive Committee shall send the nominating ballots to all the members at least 45 days prior to the election date. All nominations must be received (not post marked) by the Election Commissioner at least 7 days prior to the election date. No mail-in nominations shall be elected after the deadline.

109.5 The Election Commissioner shall call for nominations from the floor for each position prior to closing nominations for that office. In case of multiple nominations, the Election Commissioner shall call for voting by the members unless the nominees voluntarily withdraw their nominations. A majority of all votes cast shall be required for the election of nominees.

Article 10 – General Body Meeting

110.1 The quorum for the annual General Body Meeting shall consist of 25% of the members in good standing. The Executive Committee shall arrange for the annual meeting of the General Body of Sangama, and notify the members at least **30 days** prior to the end of the fiscal year.

110.2 The agenda for the business portion of the general body meeting shall be as follows: President's remarks, Secretary's report; Treasurer's report; discussion and approval of Secretary's and Treasurer's reports; discussion and voting on amendments to the Bylaws; open discussion on any matter pertaining to the corporation; elections; President-elect's remarks; and adjournment.

110.3 The rights of members to seek any information or to express opinions freely on matters pertaining to Sangama shall not be infringed. The General Body Meeting shall be conducted in accordance with proper parliamentary procedures as set forth in Robert's Rules of Order.

110.4 For proposed amendments to the Articles of Incorporation or these Bylaws, a resolution embodying the same must be presented in writing to and received by the Board of Trustees at least **30 days** prior to the date of General Body Meeting. No other matter shall be acted upon by the General Body unless a proposal embodying the same shall be presented in writing to the

Board of Trustees at least **30 days** prior to the date of General Body Meeting.

110.5 Any resolution pertaining to the amendment of Articles of Incorporation or these Bylaws, or dissolution of the corporation shall require a two-thirds of the votes cast in person or by mail. All other resolutions shall require a simple majority of the votes cast by the members present at the General Body Meeting.

Article 11 – General Body Meeting

111.1 In the case of voluntary resignation by the President, the President shall notify the Chairperson of the Board of Trustees in writing; for all other resignations, the resignation letter shall be directed to the President.

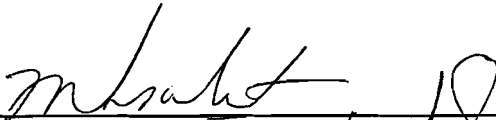
111.2 Any member of this corporation shall be impeached and from the office or from the membership of Sangama for just causes, which includes, but not limited to, failing to uphold and obey the objectives and Bylaws of Sangama, conducting activities in an unethical and unlawful manner, conducting activities that adversely affect the rights of the members or undermines the proper functioning of the corporation. The Board of Trustees is solely empowered to conduct impartial and speedy hearing on impeachment matters.

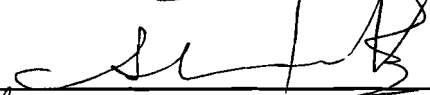
Article 12– Dissolution

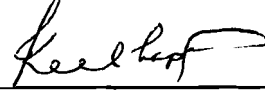
112.1 The corporation shall be dissolved for any of the following reasons with the approval of two-thirds of the votes cast by the members at the annual General Body Meeting.

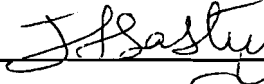
- (a) Lack of sufficient funds to carryout the objectives of Sangama
- (b) Engaging in activities that are inconsistent with or disapproved by the Articles of Incorporation, these Bylaws, or any Federal or State laws governing non-profit corporations.
- (c) Carrying out activities that are not ratified by the members of this corporation.
- (d) Sponsorship or co-sponsorship of programs that do not substantially incorporate the culture, music, dance, religious or other community activities for which Sangama stands.

In WITNESS WHEREOF, we have subscribed our names this 13th day of March, 2000, State of Missouri, County of Saint Louis.

M. K. Sateesha (President) _____ 

Seshadri Subramanyam (Secretary) _____ 

K. Gopalan (Treasurer) _____ 

Jaya Sastry (Member, Board of Trustees) _____ 

P. Vittal Bhat (Member, Board of Trustees) _____ 